**AMENDMENT**

Subject matter to be added is in bold and underlined.

Subject matter to be deleted is in bold and strikethrough.

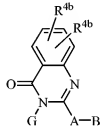
**In the Claims:**

Please enter rewritten claims 1-6 as provided below and cancel claim 21.

This listing of claims will replace all prior versions and listings of claims in the application.

**Listing of Claims:**

1. (Currently Amended) A compound of formula I:



I

or a stereoisomer or pharmaceutically acceptable salt thereof, wherein;

G is **phenyl or pyridyl, and is substituted with 1-2 R;** ~~**a group of formula IIa:**~~

~~**IIa**~~

~~**ring D, including the two atoms of Ring E to which it is attached, is a 5-6 membered ring consisting of: carbon atoms and 0-2 heteroatoms selected from the group consisting of N, O, and S(O)$_p$;**~~

~~**ring D is substituted with 0-2 R and has 0-3 ring double bonds;**~~

~~**E is selected from phenyl, pyridyl, pyrimidyl, pyrazinyl, and pyridazinyl, and is substituted with 1-2 R;**~~

~~**alternatively, ring D is absent and ring E is selected from phenyl, pyridyl, pyrimidyl, pyrazinyl, and pyridazinyl, and ring E is substituted with 1-2 R;**~~

R is selected from H, $C_{1-4}$ alkyl, F, Cl, Br, I, OH, $OCH_3$, $-OCH_2CH_3$,

$-OCH(CH_3)_2$, $-OCH_2CH_2CH_3$, CN, $-C(=NR^8)NR^7R^9$, $-NHC(=NR^8)NR^7R^9$, $-NR^8CH(=NR^7)$, $NH_2$, $-NH(C_{1-3}$ alkyl), $-N(C_{1-3}$ alkyl$)_2$, $-C(=NH)NH_2$, $-CH_2NH_2$, $-CH_2NH(C_{1-3}$ alkyl), $-CH_2N(C_{1-3}$ alkyl$)_2$, $-CH_2CH_2NH_2$, $-CH_2CH_2NH(C_{1-3}$ alkyl), $-CH_2CH_2N(C_{1-3}$ alkyl$)_2$, $-(CR^8R^9)_tC(O)H$, $-(CR^8R^9)_tC(O)R^{2c}$, $-(CR^8R^9)_tNR^7R^8$, $-(CR^8R^9)_tC(O)NR^7R^8$, $-(CR^8R^9)_tNR^7C(O)R^7$, $-(CR^8R^9)_tOR^3$, $-(CR^8R^9)_tS(O)_pNR^7R^8$, $-(CR^8R^9)_tNR^7S(O)_pR^7$, $-(CR^8R^9)_tSR^3$, $-(CR^8R^9)_tS(O)R^3$, $-(CR^8R^9)_tS(O)_2R^3$, and $-OCF_3$, provided that $S(O)_pR^7$ forms other than $S(O)_2H$ or S(O)H;

~~**alternatively, when 2 R groups are attached to adjacent atoms, they combine to form methylenedioxy or ethylenedioxy;**~~

A is selected from phenyl~~**,**~~ **and** pyridyl~~**, and pyrimidyl**~~, and is substituted with 0-2 $R^4$;

B is selected from: Y, X-Y, $-(CH_2)_{0-2}C(O)NR^2R^{2a}$, $-(CH_2)_{0-2}NR^2R^{2a}$, $-C(=NR^2)NR^2R^{2a}$, and $-NR^2C(=NR^2)NR^2R^{2a}$, provided that Z and B are attached to different atoms on A;

X is selected from $-(CR^2R^{2a})_{1-4}$-, $-CR^2(CR^2R^{2b})(CH_2)_t$-, -C(O)-, $-C(=NR^{1b})$-, $-CR^2(NR^{1b}R^2)$-, $-CR^2(OR^2)$-, $-CR^2(SR^2)$-, $-C(O)CR^2R^{2a}$-, $-CR^2R^{2a}C(O)$, -S-, -S(O)-, $-S(O)_2$-, $-SCR^2R^{2a}$-, $-S(O)CR^2R^{2a}$-, $-S(O)_2CR^2R^{2a}$-, $-CR^2R^{2a}S$-, $-CR^2R^{2a}S(O)$-, $-CR^2R^{2a}S(O)_2$-, $-S(O)_2NR^2$-, $-NR^2S(O)_2$-, $-NR^2S(O)_2CR^2R^{2a}$-, $-CR^2R^{2a}S(O)_2NR^2$-, $-NR^2S(O)_2NR^2$-, $-C(O)NR^2$-, $-NR^2C(O)$-, $-C(O)NR^2CR^2R^{2a}$-, $-NR^2C(O)CR^2R^{2a}$-, $-CR^2R^{2a}C(O)NR^2$-, $-CR^2R^{2a}NR^2C(O)$-, $-NR^2C(O)O$-, $-OC(O)NR^2$-, $-NR^2C(O)NR^2$-, $-NR^2$-, $-NR^2CR^2R^{2a}$-, $-CR^2R^{2a}NR^2$-, O, $-CR^2R^{2a}O$-, and $-OCR^2R^{2a}$-;

Y is selected from: $C_{3-10}$ carbocycle substituted with 0-2 $R^{4a}$, and 5-10 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ substituted with 0-2 $R^{4a}$;

$R^{1b}$ is selected from H, $C_{1-3}$ alkyl, F, Cl, Br, I, CN, $NO_2$, CHO, $-(CF_2)_rCF_3$, $-(CR^3R^{3a})_rOR^2$, $-NR^2R^{2a}$, $-C(O)R^{2b}$, $-CO_2R^{2b}$, $-OC(O)R^2$, $-CH(CH_2OR^2)_2$,

$-(CF_2)_rCO_2R^{2a}$, $-S(O)_pR^{2b}$, $-NR^2(CH_2)_rOR^2$, $-C(=NR^{2c})NR^2R^{2a}$, $-NR^2C(O)R^{2b}$, $-NR^2C(O)NR^2R^{2a}$, $-NR^2C(O)_2R^{2a}$, $-OC(O)NR^2R^{2a}$, $-C(O)NR^2R^{2a}$, $-C(O)NR^2(CH_2)_rOR^2$, $-SO_2NR^2R^{2a}$, $-NR^2SO_2R^2$, $-C(O)NR^2SO_2R^2$, $C_{3-6}$ carbocycle substituted with 0-2 $R^{4b}$, and 5-10 membered heterocycle substituted with 0-2 $R^{4b}$ and consisting of carbon atoms and from 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$, provided that $R^{1b}$ forms other than an O-O, N-halo, N-S, or N-CN bond and provided that $S(O)_pR^2$ forms other than $S(O)_2H$ or S(O)H;

$R^2$, at each occurrence, is selected from H, $CF_3$, $C_{1-6}$ alkyl, benzyl, $-(CH_2)_r$-$C_{3-10}$ carbocycle substituted with 0-2 $R^{4b}$, and $-(CH_2)_r$-5-10 membered heterocycle substituted with 0-2 $R^{4b}$ and consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

$R^{2a}$, at each occurrence, is selected from H, $CF_3$, $C_{1-6}$ alkyl, benzyl, $-(CH_2)_r$-$C_{3-10}$ carbocycle substituted with 0-2 $R^{4b}$, and $-(CH_2)_r$-5-10 membered heterocycle substituted with 0-2 $R^{4b}$ and consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

alternatively, $R^2$ and $R^{2a}$, together with the nitrogen atom to which they are attached, combine to form a 5 or 6 membered saturated, partially saturated, or unsaturated ring substituted with 0-2 $R^{4b}$ and consisting of: 0-1 additional heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

$R^{2b}$, at each occurrence, is selected from $CF_3$, $C_{1-4}$ alkoxy, $C_{1-6}$ alkyl substituted with 0-2 $R^{4b}$, $-(CH_2)_r$-$C_{3-10}$ carbocycle substituted with 0-2 $R^{4b}$, and $-(CH_2)_r$-5-10 membered heterocycle substituted with 0-2 $R^{4b}$ and consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

$R^{2c}$, at each occurrence, is selected from $CF_3$, OH, $C_{1-4}$ alkoxy, $C_{1-6}$ alkyl,

-$(CH_2)_r$-$C_{3-10}$ carbocycle substituted with 0-2 $R^{4b}$, and -$(CH_2)_r$-5-10 membered heterocycle substituted with 0-2 $R^{4b}$ and consisting of carbon atoms and from 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

$R^3$, at each occurrence, is selected from H, $CH_3$, $CH_2CH_3$, $CH_2CH_2CH_3$, $CH(CH_3)_2$, $CH_2CH_2CH_2CH_3$, $CH_2CH(CH_3)_2$, $CH(CH_3)CH_2CH_3$, $C(CH_3)_3$, benzyl, and phenyl;

$R^{3a}$, at each occurrence, is selected from H, $CH_3$, $CH_2CH_3$, $CH_2CH_2CH_3$, $CH(CH_3)_2$, $CH_2CH_2CH_2CH_3$, $CH_2CH(CH_3)_2$, $CH(CH_3)CH_2CH_3$, $C(CH_3)_3$, benzyl, and phenyl;

$R^{3c}$, at each occurrence, is selected from $CH_3$, $CH_2CH_3$, $CH_2CH_2CH_3$, $CH(CH_3)_2$, $CH_2CH_2CH_2CH_3$, $CH_2CH(CH_3)_2$, $CH(CH_3)CH_2CH_3$, $C(CH_3)_3$, benzyl, and phenyl;

$R^{3d}$, at each occurrence, is selected from H, $CH_3$, $CH_2CH_3$, $CH_2CH_2CH_3$, $CH(CH_3)_2$, $CH_2CH_2CH_2CH_3$, $CH_2CH(CH_3)_2$, $CH(CH_3)CH_2CH_3$, $C_{1-4}$ alkyl-phenyl, and $C(=O)R^{3c}$;

$R^4$, at each occurrence, is selected from H, =O, $(CR^3R^{3a})_rOR^2$, F, Cl, Br, I, $C_{1-4}$ alkyl, $-(CR^3R^{3a})_rCN$, $-(CR^3R^{3a})_rNO_2$, $-(CR^3R^{3a})_rNR^2R^{2a}$, $-(CR^3R^{3a})_rC(O)R^{2c}$, $-(CR^3R^{3a})_rNR^2C(O)R^{2b}$, $-(CR^3R^{3a})_rC(O)NR^2R^{2a}$, $-(CR^3R^{3a})_rNR^2C(O)NR^2R^{2a}$, $-(CR^3R^{3a})_rC(=NR^2)NR^2R^{2a}$, $-(CR^3R^{3a})_rC(=NS(O)_2R^{5a})NR^2R^{2a}$, $-(CR^3R^{3a})_rNHC(=NR^2)NR^2R^{2a}$, $-(CR^3R^{3a})_rC(O)NHC(=NR^2)NR^2R^{2a}$, $-(CR^3R^{3a})_rSO_2NR^2R^{2a}$, $-(CR^3R^{3a})_rNR^2SO_2NR^2R^{2a}$, $-(CR^3R^{3a})_rNR^2SO_2$-$C_{1-4}$ alkyl, $-(CR^3R^{3a})_rNR^2SO_2R^{5a}$, $-(CR^3R^{3a})_rS(O)_pR^{5a}$, $-(CR^3R^{3a})_r(CF_2)_rCF_3$, $-NHCH_2R^{1b}$, $-OCH_2R^{1b}$, $-SCH_2R^{1b}$, $-N(CH_2)_2(CH_2)_tR^{1b}$, $-O(CH_2)_2(CH_2)_tR^{1b}$, $-S(CH_2)_2(CH_2)_tR^{1b}$, $-(CR^3R^{3a})_r$-5-6 membered carbocycle substituted with 0-1 $R^5$, and a $-(CR^3R^{3a})_r$-5-6 membered heterocycle substituted with 0-1 $R^5$ and consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

$R^{4a}$, at each occurrence, is selected from H, =O, $-(CR^3R^{3a})_rOR^2$,

-$(CR^3R^{3a})_r$-F, -$(CR^3R^{3a})_r$-Br, -$(CR^3R^{3a})_r$-Cl, -$(CR^3R^{3a})_r$I, $C_{1-4}$ alkyl,
-$(CR^3R^{3a})_r$-CN, -$(CR^3R^{3a})_rNO_2$, -$(CR^3R^{3a})_rNR^2R^{2a}$, -$(CR^3R^{3a})_rC(O)R^{2c}$,
-$(CR^3R^{3a})_rNR^2C(O)R^{2b}$, -$(CR^3R^{3a})_rC(O)NR^2R^{2a}$, -$(CR^3R^{3a})_rN$=CHO$R^3$,
-$(CR^3R^{3a})_rC(O)NH(CH_2)_2NR^2R^{2a}$, -$(CR^3R^{3a})_rNR^2C(O)NR^2R^{2a}$,
-$(CR^3R^{3a})_rNR^2C(O)OR^2$, -$(CR^3R^{3a})_rC(=NR^2)NR^2R^{2a}$,
-$(CR^3R^{3a})_r$NHC(=$NR^2$)$NR^2R^{2a}$, -$(CR^3R^{3a})_rSO_2NR^2R^{2a}$,
-$(CR^3R^{3a})_rNR^2SO_2NR^2R^{2a}$, -$(CR^3R^{3a})_rNR^2SO_2$-$C_{1-4}$ alkyl,
-$(CR^3R^{3a})_rC(O)NHSO_2$-$C_{1-4}$ alkyl, -$(CR^3R^{3a})_rNR^2SO_2R^5$, -$(CR^3R^{3a})_rS(O)_pR^5$,
-$(CR^3R^{3a})_r(CF_2)_rCF_3$, -$(CR^3R^{3a})_r$-3-10 membered carbocycle substituted with 0-1 $R^5$, and
a -$(CR^3R^{3a})_r$-3-10 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms
selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-1 $R^5$;

$R^{4b}$, at each occurrence, is selected from H, =O, -$(CR^3R^{3a})_rOR^3$,
-$(CR^3R^{3a})_r$F,-$(CR^3R^{3a})_r$Cl, -$(CR^3R^{3a})_r$Br, -$(CR^3R^{3a})_r$I, $C_{1-4}$ alkyl, -$(CR^3R^{3a})_r$CN,
-$(CR^3R^{3a})_rNO_2$, -$(CR^3R^{3a})_rNR^3R^{3a}$, -$(CR^3R^{3a})_rC(O)R^3$, -$(CR^3R^{3a})_rC(O)OR^{3c}$,
-$(CR^3R^{3a})_rNR^3C(O)R^{3a}$, -$(CR^3R^{3a})_rC(O)NR^3R^{3a}$, -$(CR^3R^{3a})_rNR^3C(O)NR^3R^{3a}$,
-$(CR^3R^{3a})_rC(=NR^3)NR^3R^{3a}$, -$(CR^3R^{3a})_rNR^3C(=NR^3)NR^3R^{3a}$,
-$(CR^3R^{3a})_rSO_2NR^3R^{3a}$, -$(CR^3R^{3a})_rNR^3SO_2NR^3R^{3a}$, -$(CR^3R^{3a})_rNR^3SO_2$-$C_{1-4}$ alkyl,
-$(CR^3R^{3a})_rNR^3SO_2CF_3$, -$(CR^3R^{3a})_rNR^3SO_2$-phenyl, -$(CR^3R^{3a})_rS(O)_pCF_3$,
-$(CR^3R^{3a})_rS(O)_p$-$C_{1-4}$ alkyl, -$(CR^3R^{3a})_rS(O)_p$-phenyl, and -$(CR^3R^{3a})_r(CF_2)_rCF_3$;

$R^5$, at each occurrence, is selected from H, $C_{1-6}$ alkyl, =O, -$(CH_2)_rOR^3$, F, Cl, Br, I,
-CN, $NO_2$, -$(CH_2)_rNR^3R^{3a}$, -$(CH_2)_rC(O)R^3$, -$(CH_2)_rC(O)OR^{3c}$, -$NR^3C(O)R^{3a}$,
-$C(O)NR^3R^{3a}$, -$NR^3C(O)NR^3R^{3a}$, -$CH(=NOR^{3d})$, -$C(=NR^3)NR^3R^{3a}$,
-$NR^3C(=NR^3)NR^3R^{3a}$, -$SO_2NR^3R^{3a}$, -$NR^3SO_2NR^3R^{3a}$, -$NR^3SO_2$-$C_{1-4}$ alkyl,
-$NR^3SO_2CF_3$, -$NR^3SO_2$-phenyl, -$S(O)_pCF_3$, -$S(O)_p$-$C_{1-4}$ alkyl, -$S(O)_p$-phenyl,

$-(CF_2)_rCF_3$, phenyl substituted with 0-2 $R^6$, naphthyl substituted with 0-2 $R^6$, and benzyl substituted with 0-2 $R^6$;

$R^{5a}$, at each occurrence, is selected from $C_{1-6}$ alkyl, $-(CH_2)_rOR^3$, $-(CH_2)_rNR^3R^{3a}$, $-(CH_2)_rC(O)R^3$, $-(CH_2)_rC(O)OR^{3c}$, $-(CH_2)_rNR^3C(O)R^{3a}$, $-(CH_2)_rC(O)NR^3R^{3a}$, $-(CF_2)_rCF_3$, phenyl substituted with 0-2 $R^6$, naphthyl substituted with 0-2 $R^6$, and benzyl substituted with 0-2 $R^6$, provided that $R^{5a}$ does not form a S-N or $S(O)_p$-C(O) bond;

$R^6$, at each occurrence, is selected from H, OH, $-(CH_2)_rOR^2$, Fl, Cl, Br, I, $C_{1-4}$ alkyl, -CN, $NO_2$, $-(CH_2)_rNR^2R^{2a}$, $-(CH_2)_rC(O)R^{2b}$, $-NR^2C(O)R^{2b}$, $-NR^2C(O)NR^2R^{2a}$, $-C(=NH)NH_2$, $-NHC(=NH)NH_2$, $-SO_2NR^2R^{2a}$, $-NR^2SO_2NR^2R^{2a}$, and $-NR^2SO_2C_{1-4}$ alkyl;

$R^7$, at each occurrence, is selected from H, OH, $C_{1-6}$ alkyl, $C_{1-6}$ alkyl-C(O)-, $C_{1-6}$ alkyl-O-, $(CH_2)_n$-phenyl, $C_{1-4}$ alkyl-OC(O)-, $C_{6-10}$ aryl-O-, $C_{6-10}$ aryl-OC(O)-, $C_{6-10}$ aryl-$CH_2$-C(O)-, $C_{1-4}$ alkyl-C(O)O-$C_{1-4}$ alkyl-OC(O)-, $C_{6-10}$ aryl-C(O)O-$C_{1-4}$ alkyl-OC(O)-, $C_{1-6}$ alkyl-$NH_2$-C(O)-, phenyl-$NH_2$-C(O)-, and phenyl $C_{1-4}$ alkyl-C(O)-;

$R^8$, at each occurrence, is selected from H, $C_{1-6}$ alkyl, and - $(CH_2)_n$-phenyl;

alternatively, $R^7$ and $R^8$, when attached to the same nitrogen, combine to form a 5-10 membered heterocyclic ring consisting of carbon atoms and 0-2 additional heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

$R^9$, at each occurrence, is selected from H, $C_{1-6}$ alkyl, and $-(CH_2)_n$-phenyl;

n, at each occurrence, is selected from 0, 1, 2, and 3;

p, at each occurrence, is selected from 0, 1, and 2;

r, at each occurrence, is selected from 0, 1, 2, 3, 4, 5, and 6; and

t, at each occurrence, is selected from 0, 1, 2, and 3;

provided that:

(a) when A is phenyl or pyridyl and G is phenyl or pyridyl, at least one R is other than a substituted or unsubstituted group selected from amidino, guanidino, guanidine-

methyl, iminoamino, iminoamino-methyl, amino, amino-methyl, and pyridyl, then B is other than cycloalkyl, $(CH_2)_{0-2}C(O)NR^2R^{2a}$, or $(CH_2)_{0-2}NR^2R^{2a}$, wherein substituted includes being cyclized with an additional heteroatom being optionally present; (WO 02/26718)

(b) when G is phenyl or pyridyl and A is phenyl or pyridyl, then B is other than a substituted or unsubstituted group selected from amidino, guanidino, guanidine-methyl, iminoamino, iminoamino-methyl, amino, amino-methyl, aminosulfonyl-phenyl, and pyridyl, wherein substituted includes being cyclized with an additional heteroatom being optionally present; and (WO 02/26718)
(c) when G is hydroxy-phenyl or alkoxy-phenyl, then B is other than acyclic or cyclic-amino-alkoxy. (US 5,948,775)

2. (Currently Amended) A compound according to Claim 1, wherein:

~~**ring D, including the two atoms of Ring E to which it is attached, is a 5-6 membered ring consisting of: carbon atoms and 0-2 heteroatoms selected from the group consisting of N, O, and $S(O)_p$;**~~

~~**ring D is substituted with 0-2 R and has 0-3 ring double bonds;**~~

~~**E is selected from phenyl, pyridyl, pyrimidyl, pyrazinyl, and pyridazinyl, and is substituted with 1-2 R;**~~

~~**alternatively, ring D is absent, and ring E is selected from phenyl, pyridyl, and pyrimidyl, and ring E is substituted with 1-2 R;**~~

R is selected from H, $C_{1-4}$ alkyl, F, Cl, OH, $OCH_3$, $-OCH_2CH_3$, $-OCH(CH_3)_2$, CN, $-C(=NH)NH_2$, $NH_2$, $-NH(C_{1-3}$ alkyl), $-N(C_{1-3}$ alkyl)$_2$, $-C(=NH)NH_2$, $-CH_2NH_2$, $-CH_2NH(C_{1-3}$ alkyl), $-CH_2N(C_{1-3}$ alkyl)$_2$, $-(CR^8R^9)_tNR^7R^8$, $-C(O)NR^7R^8$, $-CH_2C(O)NR^7R^8$, $-S(O)_pNR^7R^8$, $-CH_2S(O)_pNR^7R^8$, and $-OCF_3$;

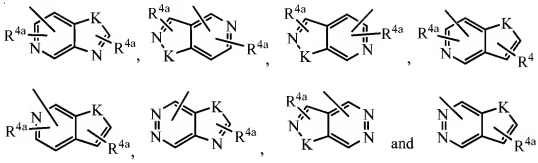
~~**alternatively, when 2 R groups are attached to adjacent atoms, they combine to form methylenedioxy or ethylenedioxy;**~~

B is selected from Y, X-Y, $-CH_2NR^2R^{2a}$, and $-CH_2CH_2NR^2R^{2a}$;

X is selected from $-(CR^2R^{2a})_{1-4}$-, -C(O)-, $-C(=NR^{1b})$-, $-CR^2(NR^{1b}R^2)$-, $-C(O)CR^2R^{2a}$-, $-CR^2R^{2a}C(O)$, $-C(O)NR^2$-, $-NR^2C(O)$-, $-C(O)NR^2CR^2R^{2a}$-, $-NR^2C(O)CR^2R^{2a}$-, $-CR^2R^{2a}C(O)NR^2$-, $-CR^2R^{2a}NR^2C(O)$-, $-NR^2C(O)NR^2$-, $-NR^2$-, $-NR^2CR^2R^{2a}$-, $-CR^2R^{2a}NR^2$-, O, $-CR^2R^{2a}O$-, and $-OCR^2R^{2a}$-;

Y is selected from one of the following rings and is substituted with 0-2 $R^{4a}$; cyclopropyl, cyclopentyl, cyclohexyl, phenyl, piperidinyl, piperazinyl, pyridyl, pyrimidyl, furanyl, morpholinyl, thiophenyl, pyrrolyl, pyrrolidinyl, oxazolyl, isoxazolyl, isoxazolinyl, thiazolyl, isothiazolyl, pyrazolyl, imidazolyl, 1,2,3-oxadiazolyl, 1,2,4-oxadiazolyl, 1,2,5-oxadiazolyl, 1,3,4-oxadiazolyl, 1,2,3-thiadiazolyl, 1,2,4-thiadiazolyl, 1,2,5-thiadiazolyl, 1,3,4-thiadiazolyl, 1,2,3-triazolyl, 1,2,4-triazolyl, 1,2,5-triazolyl, 1,3,4-triazolyl, benzofuranyl, benzothiofuranyl, indolyl, benzimidazolyl, benzoxazolyl, benzthiazolyl, indazolyl, benzisoxazolyl, benzisothiazolyl, and isoindazolyl;

alternatively, Y is selected from the following bicyclic heteroaryl ring systems:



K is selected from O, S, NH, and N;

$R^{1b}$ is selected from H, $CH_3$, $CH_2CH_3$, $CH_2CH_2CH_3$, $CH(CH_3)_2$, F, Cl, Br, I, CN, CHO, $CF_3$, $OR^2$, $-NR^2R^{2a}$, $-C(O)R^{2b}$, $-CO_2R^{2b}$, $-OC(O)R^2$, $-CO_2R^{2a}$, $-S(O)_pR^{2b}$, $-NR^2(CH_2)_rOR^2$, $-NR^2C(O)R^{2b}$, $-NR^2C(O)NHR^2$, $-NR^2C(O)_2R^{2a}$, $-OC(O)NR^2R^{2a}$, $-C(O)NR^2R^{2a}$, $-C(O)NR^2(CH_2)_rOR^2$, $-SO_2NR^2R^{2a}$, $-NR^2SO_2R^2$, C5-6 carbocycle substituted with 0-2 $R^{4b}$, and 5-6 membered heterocycle substituted with 0-2 $R^{4b}$ and consisting of carbon atoms and from 1-4 heteroatoms selected from the group consisting

of N, O, and $S(O)_p$, provided that $R^{1b}$ forms other than an O-O, N-halo, N-S, or N-CN bond and provided that $S(O)_pR^2$ forms other than $S(O)_2H$ or S(O)H;

$R^2$, at each occurrence, is selected from H, $CF_3$, $CH_3$, $CH_2CH_3$, $CH_2CH_2CH_3$, $CH(CH_3)_2$, $CH_2CH_2CH_2CH_3$, $CH_2CH(CH_3)_2$, $CH(CH_3)CH_2CH_3$, $C(CH_3)_3$, benzyl, $C_{3-6}$ carbocycle substituted with 0-2 $R^{4b}$, $C_{3-6}$ carbocycle-$CH_2$- substituted with 0-2 $R^{4b}$, and 5-6 membered heterocycle substituted with 0-2 $R^{4b}$ and consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

$R^{2a}$, at each occurrence, is selected from H, $CF_3$, $CH_3$, $CH_2CH_3$, $CH_2CH_2CH_3$, $CH(CH_3)_2$, $CH_2CH_2CH_2CH_3$, $CH_2CH(CH_3)_2$, $CH(CH_3)CH_2CH_3$, $C(CH_3)_3$, benzyl, $C_{5-6}$ carbocycle substituted with 0-2 $R^{4b}$, and 5-6 membered heterocycle substituted with 0-2 $R^{4b}$ and consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

alternatively, $R^2$ and $R^{2a}$, together with the nitrogen atom to which they are attached, combine to form a 5 or 6 membered saturated, partially saturated, or unsaturated ring substituted with 0-2 $R^{4b}$ and consisting of: 0-1 additional heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

$R^{2b}$, at each occurrence, is selected from $CF_3$, $C_{1-4}$ alkoxy, $CH_3$, $CH_2CH_3$, $CH_2CH_2CH_3$, $CH(CH_3)_2$, $CH_2CH_2CH_2CH_3$, $CH_2CH(CH_3)_2$, $CH(CH_3)CH_2CH_3$, $C(CH_3)_3$, benzyl, $C_{5-6}$ carbocycle substituted with 0-2 $R^{4b}$, and 5-6 membered heterocycle substituted with 0-2 $R^{4b}$ and consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

$R^{2c}$, at each occurrence, is selected from $CF_3$, OH, $C_{1-4}$ alkoxy, $CH_3$, $CH_2CH_3$, $CH_2CH_2CH_3$, $CH(CH_3)_2$, $CH_2CH_2CH_2CH_3$, $CH_2CH(CH_3)_2$, $CH(CH_3)CH_2CH_3$, $C(CH_3)_3$, benzyl, $C_{5-6}$ carbocycle substituted with 0-2 $R^{4b}$, and 5-6 membered heterocycle substituted with 0-2 $R^{4b}$ and consisting of carbon atoms and from 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

$R^3$, at each occurrence, is selected from H, $CH_3$, $CH_2CH_3$, $CH_2CH_2CH_3$, $CH(CH_3)_2$, benzyl, and phenyl;

$R^{3a}$, at each occurrence, is selected from H, $CH_3$, $CH_2CH_3$, $CH_2CH_2CH_3$, $CH(CH_3)_2$, benzyl, and phenyl;

$R^{3c}$, at each occurrence, is selected from $CH_3$, $CH_2CH_3$, $CH_2CH_2CH_3$, $CH(CH_3)_2$, benzyl, and phenyl;

$R^{3d}$, at each occurrence, is selected from H, $CH_3$, $CH_2CH_3$, $CH_2CH_2CH_3$, $CH(CH_3)_2$, $CH_2$-phenyl, $CH_2CH_2$-phenyl, and $C(=O)R^{3c}$;

$R^4$, at each occurrence, is selected from H, =O, $OR^2$, $-CH_2OR^2$, $-(CH_2)_2OR^2$, F, Cl, Br, I, C1-4 alkyl, CN, $NO_2$, $-NR^2R^{2a}$, $-CH_2NR^2R^{2a}$, $-(CH_2)_2NR^2R^{2a}$, $-C(O)R^{2c}$, $-NR^2C(O)R^{2b}$, $-C(O)NR^2R^{2a}$, $-SO_2NR^2R^{2a}$, $-S(O)_pR^{5a}$, $CF_3$, $CF_2CF_3$, 5-6 membered carbocycle substituted with 0-1 $R^5$, and a 5-6 membered heterocycle substituted with 0-1 $R^5$ and consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

$R^{4a}$, at each occurrence, is selected from H, =O, $-(CR^3R^{3a})_rOR^2$, $-(CR^3R^{3a})_r$-F, $-(CR^3R^{3a})_r$-Br, $-(CR^3R^{3a})_r$-Cl, C1-4 alkyl, $-(CR^3R^{3a})_r$-CN, $-(CR^3R^{3a})_rNO_2$, $-(CR^3R^{3a})_rNR^2R^{2a}$, $-(CR^3R^{3a})_rC(O)R^{2c}$, $-(CR^3R^{3a})_rNR^2C(O)R^{2b}$, $-(CR^3R^{3a})_rC(O)NR^2R^{2a}$, $-(CR^3R^{3a})_rSO_2NR^2R^{2a}$, $-(CR^3R^{3a})_rNR^2SO_2NR^2R^{2a}$, $-(CR^3R^{3a})_rNR^2SO_2$-C1-4 alkyl, $-(CR^3R^{3a})_rC(O)NHSO_2$-C1-4 alkyl, $-(CR^3R^{3a})_rNR^2SO_2R^5$, $-(CR^3R^{3a})_rS(O)_pR^5$, $-(CR^3R^{3a})_r(CF_2)_rCF_3$, phenyl substituted with 0-1 $R^5$, and a 5 membered aromatic heterocycle consisting of: carbon atoms and 1-3 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ substituted with 0-1 $R^5$;

$R^{4b}$, at each occurrence, is selected from H, =O, $OR^3$, $CH_2OR^3$, F, Cl, $CH_3$, $CH_2CH_3$, $CH_2CH_2CH_3$, $CH(CH_3)_2$, $CH_2CH_2CH_2CH_3$, $CH_2CH(CH_3)_2$, $CH(CH_3)CH_2CH_3$, $C(CH_3)_3$, CN, $NO_2$, $-NR^3R^{3a}$, $-CH_2NR^3R^{3a}$, $-C(O)R^3$,

$-CH_2-C(O)R^3$, $-C(O)OR^{3c}$, $-CH_2C(O)OR^{3c}$, $-NR^3C(O)R^{3a}$, $-CH_2NR^3C(O)R^{3a}$, $-C(O)NR^3R^{3a}$, $-CH_2C(O)NR^3R^{3a}$, $-NR^3C(O)NR^3R^{3a}$, $-CH_2NR^3C(O)NR^3R^{3a}$, $-C(=NR^3)NR^3R^{3a}$, $-CH_2C(=NR^3)NR^3R^{3a}$, $-NR^3C(=NR^3)NR^3R^{3a}$, $-CH_2NR^3C(=NR^3)NR^3R^{3a}$, $-SO_2NR^3R^{3a}$, $-CH_2SO_2NR^3R^{3a}$, $-NR^3SO_2NR^3R^{3a}$, $-CH_2NR^3SO_2NR^3R^{3a}$, $-NR^3SO_2$-$C_{1-4}$ alkyl, $-CH_2NR^3SO_2$-$C_{1-4}$ alkyl, $-NR^3SO_2CF_3$, $-CH_2NR^3SO_2CF_3$, $-NR^3SO_2$-phenyl, $-CH_2NR^3SO_2$-phenyl, $-S(O)_pCF_3$, $-CH_2S(O)_pCF_3$, $-S(O)_p$-$C_{1-4}$ alkyl, $-CH_2S(O)_p$-$C_{1-4}$ alkyl, $-S(O)_p$-phenyl, $-CH_2S(O)_p$-phenyl, $CF_3$, and $CH_2$-$CF_3$;

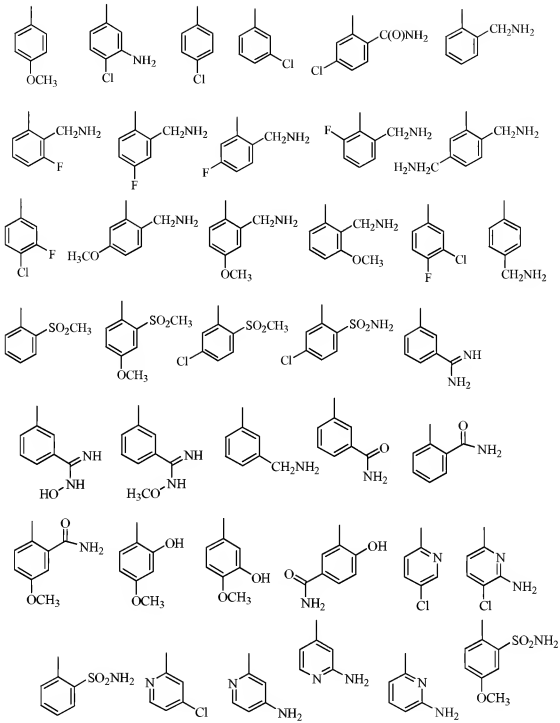
$R^5$, at each occurrence, is selected from H, =O, $CH_3$, $CH_2CH_3$, $CH_2CH_2CH_3$, $CH(CH_3)_2$, $CH_2CH_2CH_2CH_3$, $CH_2CH(CH_3)_2$, $CH(CH_3)CH_2CH_3$, $C(CH_3)_3$, $OR^3$, $-CH_2OR^3$, F, Cl, CN, $NO_2$, $-NR^3R^{3a}$, $-CH_2NR^3R^{3a}$, $-C(O)R^3$, $-CH_2C(O)R^3$, $-C(O)OR^{3c}$, $-CH_2C(O)OR^{3c}$, $-NR^3C(O)R^{3a}$, $-C(O)NR^3R^{3a}$, $-NR^3C(O)NR^3R^{3a}$, $-CH(=NOR^{3d})$, $-C(=NR^3)NR^3R^{3a}$, $-NR^3C(=NR^3)NR^3R^{3a}$, $-SO_2NR^3R^{3a}$, $-NR^3SO_2NR^3R^{3a}$, $-NR^3SO_2$-$C_{1-4}$ alkyl, $-NR^3SO_2CF_3$, $-NR^3SO_2$-phenyl, $-S(O)_pCF_3$, $-S(O)_p$-$C_{1-4}$ alkyl, $-S(O)_p$-phenyl, $CF_3$, phenyl substituted with 0-2 $R^6$, naphthyl substituted with 0-2 $R^6$, and benzyl substituted with 0-2 $R^6$;

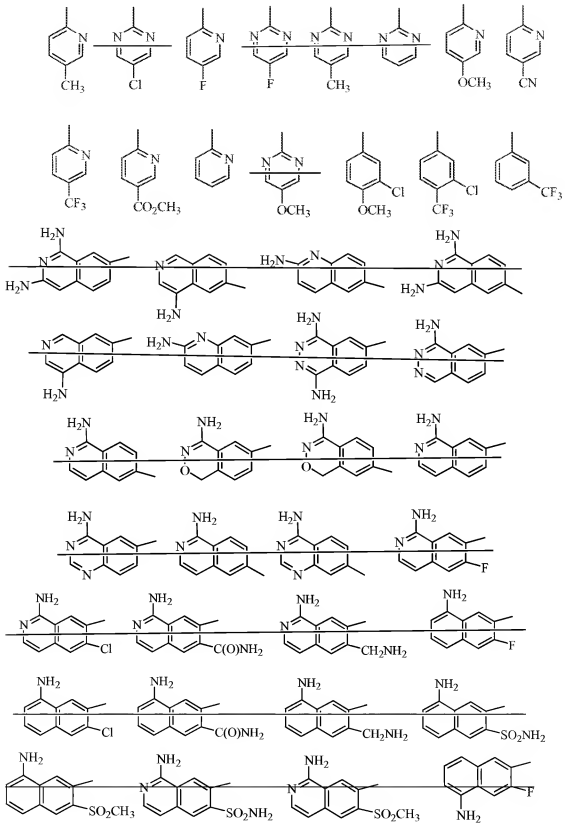
$R^6$, at each occurrence, is selected from H, OH, $OR^2$, F, Cl, $CH_3$, $CH_2CH_3$, $CH_2CH_2CH_3$, $CH(CH_3)_2$, $CH_2CH_2CH_2CH_3$, $CH_2CH(CH_3)_2$, $CH(CH_3)CH_2CH_3$, $C(CH_3)_3$, CN, $NO_2$, $-NR^2R^{2a}$, $-CH_2NR^2R^{2a}$, $-C(O)R^{2b}$, $-CH_2C(O)R^{2b}$, $-NR^2C(O)R^{2b}$, $-NR^2C(O)NR^2R^{2a}$, $-C(=NH)NH_2$, $-NHC(=NH)NH_2$, $-SO_2NR^2R^{2a}$, $-NR^2SO_2NR^2R^{2a}$, and $-NR^2SO_2C_{1-4}$ alkyl; and

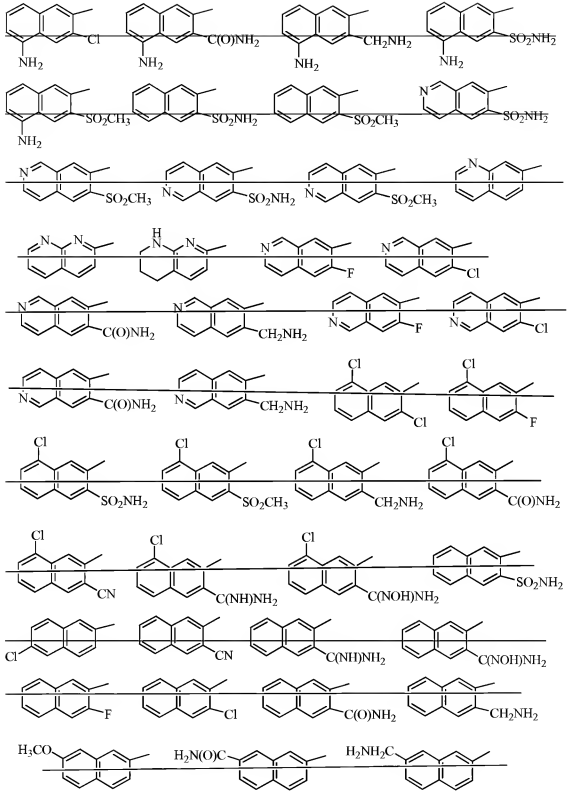
r, at each occurrence, is selected from 0, 1, 2, and 3.

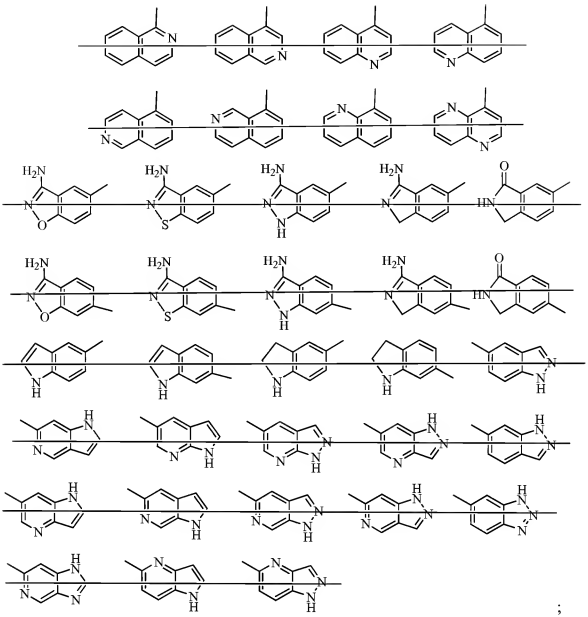
3. (Currently Amended) A compound according to Claim 2, wherein:

G is selected from the group:









;

$R^{1b}$ is selected from H, $CH_3$, $CH_2CH_3$, F, Cl, Br, CN, CHO, $CF_3$, $OR^2$, $-NR^2R^{2a}$, $-C(O)R^{2b}$, $-CO_2R^{2b}$, $-OC(O)R^2$, $-CO_2R^{2a}$, $-S(O)_pR^2$, $-NR^2(CH_2)_rOR^2$, $-NR^2C(O)R^{2b}$, $-C(O)NR^2R^{2a}$, $-SO_2NR^2R^{2a}$, $-NR^2SO_2R^2$, phenyl substituted with 0-2 $R^{4b}$, and 5-6 membered aromatic heterocycle consisting of carbon atoms and from 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-2 $R^{4b}$, provided that $R^{1b}$ forms other than an O-O, N-halo, N-S, or N-CN bond;

$R^2$, at each occurrence, is selected from H, $CF_3$, $CH_3$, $CH_2CH_3$, $CH_2CH_2CH_3$, $CH(CH_3)_2$, phenyl substituted with 0-2 $R^{4b}$, a benzyl substituted with 0-2 $R^{4b}$, $C_{3-6}$ cycloalkyl substituted with 0-2 $R^{4b}$, $C_{3-6}$ cycloalkyl-$CH_2$- substituted with 0-2 $R^{4b}$, and 5-6 membered aromatic heterocycle substituted with 0-2 $R^{4b}$ and consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

$R^{2a}$, at each occurrence, is selected from H, $CF_3$, $CH_3$, $CH_2CH_3$, $CH_2CH_2CH_3$, $CH(CH_3)_2$, benzyl, phenyl substituted with 0-2 $R^{4b}$, and 5-6 membered aromatic heterocycle substituted with 0-2 $R^{4b}$ and consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

$R^{2b}$, at each occurrence, is selected from $CF_3$, $C_{1-4}$ alkoxy, $CH_3$, $CH_2CH_3$, $CH_2CH_2CH_3$, $CH(CH_3)_2$, benzyl, phenyl substituted with 0-2 $R^{4b}$, and 5-6 membered aromatic heterocycle substituted with 0-2 $R^{4b}$ and consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

$R^{2c}$, at each occurrence, is selected from $CF_3$, OH, $OCH_3$, $OCH_2CH_3$, $OCH_2CH_2CH_3$, $OCH(CH_3)_2$, $CH_3$, $CH_2CH_3$, $CH_2CH_2CH_3$, $CH(CH_3)_2$, benzyl, phenyl substituted with 0-2 $R^{4b}$, and 5-6 membered aromatic heterocycle substituted with 0-2 $R^{4b}$ and consisting of carbon atoms and from 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

alternatively, $R^2$ and $R^{2a}$, together with the nitrogen atom to which they are attached, combine to form a 5 or 6 membered saturated, partially saturated, or unsaturated ring substituted with 0-2 $R^{4b}$ and consisting of: 0-1 additional heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

$R^4$, at each occurrence, is selected from H, $-(CH_2)_2OR^2$, $-CH_2OR^2$, $OR^2$, F, Cl, Br, I, $CH_3$, $CH_2CH_3$, $CH_2CH_2CH_3$, $CH(CH_3)_2$, $CH_2CH_2CH_2CH_3$, $CH_2CH(CH_3)_2$, $CH(CH_3)CH_2CH_3$, $C(CH_3)_3$, CN, $NO_2$, $-NR^2R^{2a}$, $-CH_2NR^2R^{2a}$,

$-(CH_2)_2NR^2R^{2a}$, $-C(O)R^{2c}$, $-NR^2C(O)R^{2b}$, $-C(O)NR^2R^{2a}$, $-SO_2NR^2R^{2a}$, $CF_3$, and $CF_2CF_3$;

$R^{4a}$, at each occurrence, is selected from H, =O, $-(CH_2)_rOR^2$, $-(CH_2)_r$-F, $-(CH_2)_r$-Br, $-(CH_2)_r$-Cl, $C_{1-4}$ alkyl, $-(CH_2)_r$-CN, $-(CH_2)_rNO_2$, $-(CH_2)_rNR^2R^{2a}$, $-(CH_2)_rC(O)R^{2c}$, $-(CH_2)_rNR^2C(O)R^{2b}$, $-(CH_2)_rC(O)NR^2R^{2a}$, $-(CH_2)_rSO_2NR^2R^{2a}$, $-(CH_2)_rNR^2SO_2NR^2R^{2a}$, $-(CH_2)_rNR^2SO_2-C_{1-4}$ alkyl, $-(CH_2)_rC(O)NHSO_2-C_{1-4}$ alkyl, $-(CH_2)_rNR^2SO_2R^5$, $-(CH_2)_rS(O)_pR^5$, $-(CH_2)_r(CF_2)_rCF_3$, phenyl substituted with 0-1 $R^5$, and a 5 membered aromatic heterocycle consisting of: carbon atoms and 1-3 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ substituted with 0-1 $R^5$;

$R^{4b}$, at each occurrence, is selected from H, =O, $OR^3$, $-CH_2OR^3$, F, Cl, $CH_3$, $CH_2CH_3$, $CH_2CH_2CH_3$, $CH(CH_3)_2$, CN, $NO_2$, $-NR^3R^{3a}$, $-CH_2NR^3R^{3a}$, $-C(O)R^3$, $-CH_2$-$C(O)R^3$, $-C(O)OR^{3c}$, $-CH_2$-$C(O)OR^{3c}$, $-NR^3C(O)R^{3a}$, $-CH_2NR^3C(O)R^{3a}$, $-C(O)NR^3R^{3a}$, $-CH_2$-$C(O)NR^3R^{3a}$, $-SO_2NR^3R^{3a}$, $-CH_2SO_2NR^3R^{3a}$, $-NR^3SO_2-C_{1-4}$ alkyl, $-CH_2NR^3SO_2-C_{1-4}$ alkyl, $-NR^3SO_2$-phenyl, $-CH_2NR^3SO_2$-phenyl, $-S(O)_pCF_3$, $-CH_2S(O)_pCF_3$, $-S(O)_p-C_{1-4}$ alkyl, $-CH_2S(O)_p-C_{1-4}$ alkyl, $-S(O)_p$-phenyl, $-CH_2S(O)_p$-phenyl, and $CF_3$;

$R^5$, at each occurrence, is selected from H, =O, $CH_3$, $CH_2CH_3$, $CH_2CH_2CH_3$, $CH(CH_3)_2$, $OR^3$, $CH_2OR^3$, F, Cl, CN, $NO_2$, $-NR^3R^{3a}$, $-CH_2NR^3R^{3a}$, $-C(O)R^3$, $-CH_2C(O)R^3$, $-C(O)OR^{3c}$, $-CH_2C(O)OR^{3c}$, $-NR^3C(O)R^{3a}$, $-C(O)NR^3R^{3a}$, $-SO_2NR^3R^{3a}$, $-NR^3SO_2-C_{1-4}$ alkyl, $-NR^3SO_2CF_3$, $-NR^3SO_2$-phenyl, $-S(O)_pCF_3$, $-S(O)_p-C_{1-4}$ alkyl, $-S(O)_p$-phenyl, $CF_3$, phenyl substituted with 0-2 $R^6$, naphthyl substituted with 0-2 $R^6$, and benzyl substituted with 0-2 $R^6$;

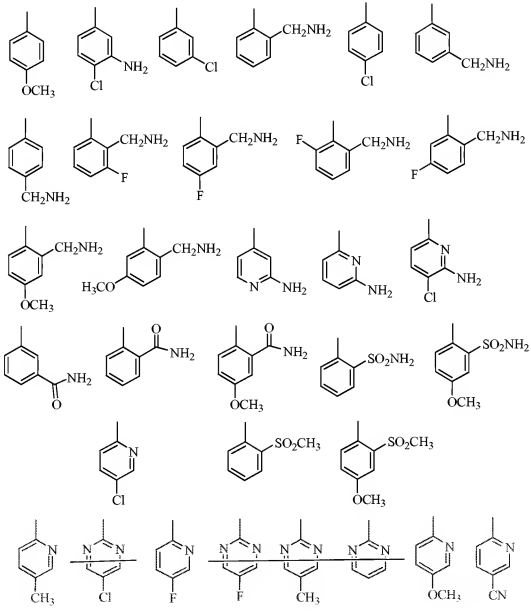
$R^6$, at each occurrence, is selected from H, OH, $OR^2$, F, Cl, $CH_3$, $CH_2CH_3$, $CH_2CH_2CH_3$, $CH(CH_3)_2$, CN, $NO_2$, $-NR^2R^{2a}$, $-CH_2NR^2R^{2a}$, $-C(O)R^{2b}$,

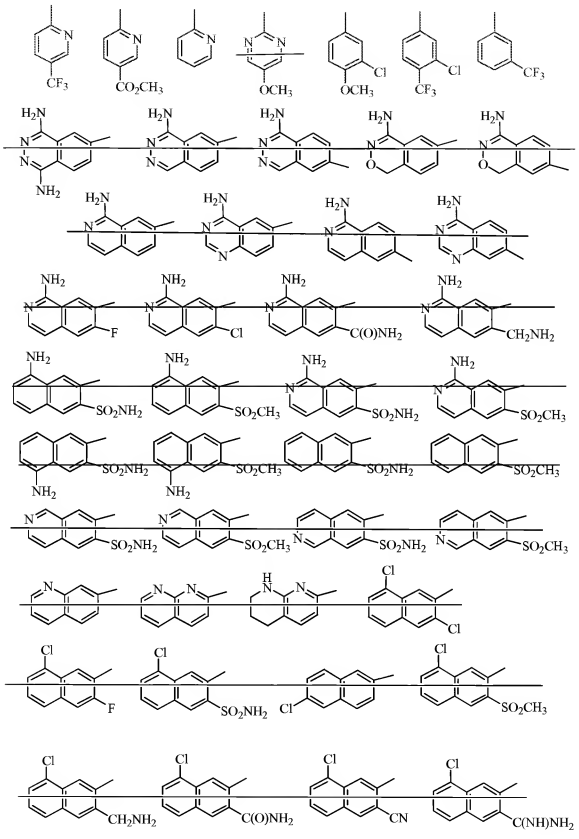
$-CH_2C(O)R^{2b}$, $-NR^2C(O)R^{2b}$, $-SO_2NR^2R^{2a}$, and $NR^2SO_2C_{1-4}$ alkyl; and

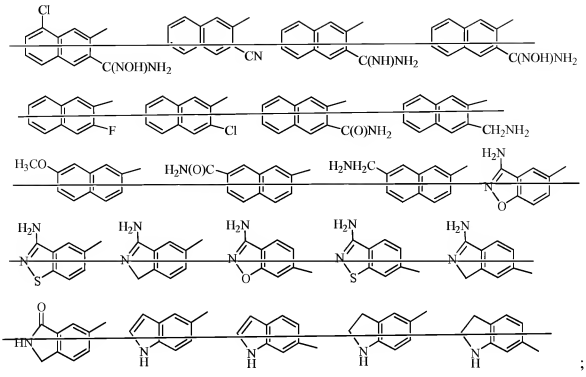
r, at each occurrence, is selected from 0, 1, and 2.

4. (Currently Amended) A compound according to Claim 3, wherein:

G is selected from the group:







;

$R^{1b}$ is selected from $CH_3$, $CH_2CH_3$, F, Cl, Br, -CN, $CF_3$, $OR^2$, $-NR^2R^{2a}$, $-C(O)R^{2b}$, $-CO_2R^{2b}$, $-CO_2R^{2a}$, $-S(O)_pR^2$, $-C(O)NR^2R^{2a}$, $-SO_2NR^2R^{2a}$, $-NR^2SO_2R^2$, and 5-6 membered aromatic heterocycle consisting of carbon atoms and from 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-2 $R^{4b}$, provided that $R^{1b}$ forms other than an O-O, N-halo, N-S, or N-CN bond;

$R^2$, at each occurrence, is selected from H, $CH_3$, $CH_2CH_3$, $CH_2CH_2CH_3$, $CH(CH_3)_2$, phenyl substituted with 0-1 $R^{4b}$, benzyl substituted with 0-1 $R^{4b}$, $C_{3\text{-}5}$ cycloalkyl substituted with 0-1 $R^{4b}$, $C_{3\text{-}5}$ cycloalkyl-$CH_2$- substituted with 0-1 $R^{4b}$, and 5-6 membered aromatic heterocycle substituted with 0-1 $R^{4b}$ and consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

$R^{2a}$, at each occurrence, is selected from H, $CH_3$, $CH_2CH_3$, $CH_2CH_2CH_3$, $CH(CH_3)_2$, benzyl, phenyl substituted with 0-1 $R^{4b}$, and 5-6 membered aromatic heterocycle substituted with 0-1 $R^{4b}$ and consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

alternatively, $R^2$ and $R^{2a}$, together with the nitrogen atom to which they are attached, combine to form a 5 or 6 membered saturated, partially saturated, or unsaturated ring substituted with 0-1 $R^{4b}$ and consisting of: 0-1 additional heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

$R^{2b}$, at each occurrence, is selected from $OCH_3$, $-OCH_2CH_3$, $OCH_2CH_2CH_3$, $OCH(CH_3)_2$, $CH_3$, $CH_2CH_3$, $CH_2CH_2CH_3$, $CH(CH_3)_2$, benzyl, phenyl substituted with 0-1 $R^{4b}$, and 5-6 membered aromatic heterocycle substituted with 0-1 $R^{4b}$ and consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

$R^{2c}$, at each occurrence, is selected from OH, $OCH_3$, $OCH_2CH_3$, $OCH_2CH_2CH_3$, $OCH(CH_3)_2$, $CH_3$, $CH_2CH_3$, $CH_2CH_2CH_3$, $CH(CH_3)_2$, benzyl, phenyl substituted with 0-1 $R^{4b}$, and 5-6 membered aromatic heterocycle substituted with 0-1 $R^{4b}$ and consisting of carbon atoms and from 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

$R^4$, at each occurrence, is selected from OH, $OR^2$, $CH_2OR^2$, $(CH_2)_2OR^2$, F, Br, Cl, I, $CH_3$, $CH_2CH_3$, $CH_2CH_2CH_3$, $CH(CH_3)_2$, $CH_2CH_2CH_2CH_3$, $CH_2CH(CH_3)_2$, $CH(CH_3)CH_2CH_3$, $C(CH_3)_3$, $-NR^2R^{2a}$, $-CH_2NR^2R^{2a}$, $-(CH_2)_2NR^2R^{2a}$, $CF_3$, and $CF_2CF_3$;

$R^{4a}$, at each occurrence, is selected from H, =O, $-(CH_2)_rOR^2$, F, Br, Cl, $C_{1-4}$ alkyl, $-(CH_2)_rNR^2R^{2a}$, $-(CH_2)_rC(O)R^{2c}$, $-(CH_2)_rNR^2C(O)R^{2b}$, $-(CH_2)_rC(O)NR^2R^{2a}$, $-(CH_2)_rSO_2NR^2R^{2a}$, $-(CH_2)_rNR^2SO_2R^5$, $-(CH_2)_rS(O)_pR^5$, $-(CH_2)_r(CF_2)_rCF_3$, phenyl substituted with 0-1 $R^5$, and a 5 membered aromatic heterocycle consisting of: carbon atoms and 1-3 N and is substituted with 1 $R^5$;

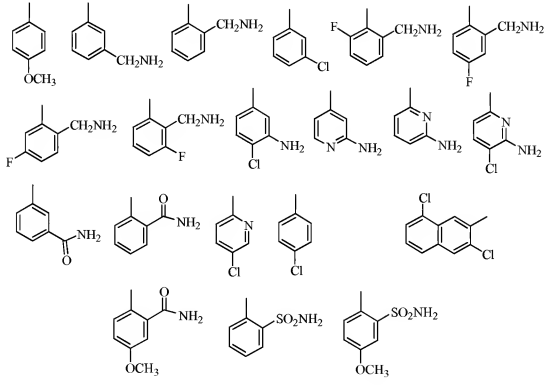
$R^{4b}$, at each occurrence, is selected from H, =O, $OR^3$, $-CH_2OR^3$, F, Cl, $CH_3$, $CH_2CH_3$, $CH_2CH_2CH_3$, $CH(CH_3)_2$, CN, $NO_2$, $-NR^3R^{3a}$, $-CH_2NR^3R^{3a}$, $-C(O)R^3$, $-C(O)OR^{3c}$, $-NR^3C(O)R^{3a}$, $-C(O)NR^3R^{3a}$, $-SO_2NR^3R^{3a}$, $-NR^3SO_2$-$C_{1-4}$ alkyl, $-NR^3SO_2$-phenyl, $-S(O)_p$-$C_{1-4}$ alkyl, $-S(O)_p$-phenyl, and $CF_3$;

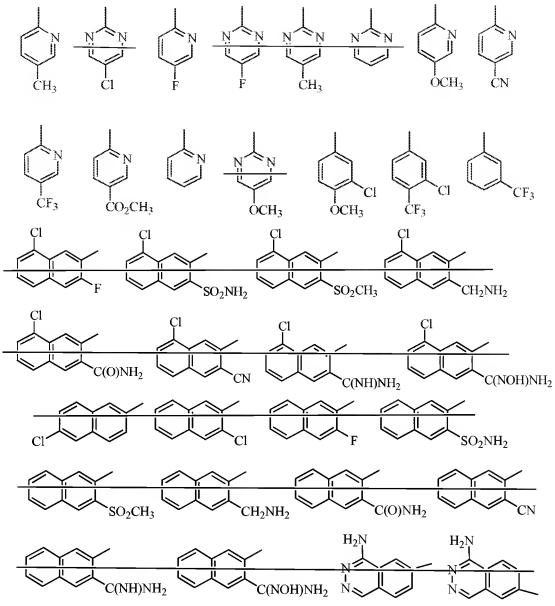
$R^5$, at each occurrence, is selected from H, =O, $CH_3$, $CH_2CH_3$, $CH_2CH_2CH_3$, $CH(CH_3)_2$, $OR^3$, $CH_2OR^3$, F, Cl, CN, $NO_2$, $-NR^3R^{3a}$, $-CH_2NR^3R^{3a}$, $-C(O)R^3$, $-C(O)OR^{3c}$, $-NR^3C(O)R^{3a}$, $-C(O)NR^3R^{3a}$, $-SO_2NR^3R^{3a}$, $-NR^3SO_2$-$C_{1-4}$ alkyl, $-NR^3SO_2$-phenyl, $-S(O)_p$-$C_{1-4}$ alkyl, $-S(O)_p$-phenyl, $CF_3$, phenyl substituted with 0-2 $R^6$, naphthyl substituted with 0-2 $R^6$, and benzyl substituted with 0-2 $R^6$; and

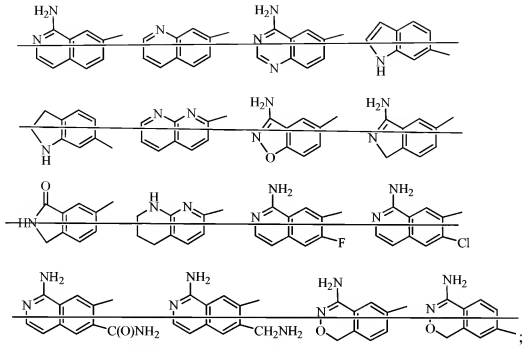
$R^6$, at each occurrence, is selected from H, OH, $OR^2$, F, Cl, $CH_3$, $CH_2CH_3$, $CH_2CH_2CH_3$, $CH(CH_3)_2$, CN, $NO_2$, $-NR^2R^{2a}$, $-CH_2NR^2R^{2a}$, $-C(O)R^{2b}$, $-CH_2C(O)R^{2b}$, $-NR^2C(O)R^{2b}$, and $-SO_2NR^2R^{2a}$.

5. (Currently Amended) A compound according to Claim 4, wherein:

G is selected from:







B is selected from phenyl, pyrrolidinyl, N-pyrrolidino-carbonyl, morpholinyl, N-morpholino-carbonyl, 1,2,3-triazolyl, imidazolyl, and benzimidazolyl, and is substituted with 0-1 $R^{4a}$;

$R^2$, at each occurrence, is selected from H, $CH_3$, $CH_2CH_3$, cyclopropylmethyl, cyclobutyl, and cyclopentyl;

$R^{2a}$, at each occurrence, is H or $CH_3$;

alternatively, $R^2$ and $R^{2a}$, together with the atom to which they are attached, combine to form pyrrolidine substituted with 0-2 $R^{4b}$ or piperidine substituted with 0-2 $R^{4b}$;

$R^4$, at each occurrence, is selected from OH, $OR^2$, $CH_2OR^2$, $(CH_2)_2OR^2$, F, Br, Cl, I, $CH_3$, $CH_2CH_3$, $CH_2CH_2CH_3$, $CH(CH_3)_2$, $CH_2CH_2CH_2CH_3$, $CH_2CH(CH_3)_2$, $CH(CH_3)CH_2CH_3$, $C(CH_3)_3$, $-NR^2R^{2a}$, $-CH_2NR^2R^{2a}$, $-(CH_2)_2NR^2R^{2a}$, $CF_3$, and $CF_2CF_3$;

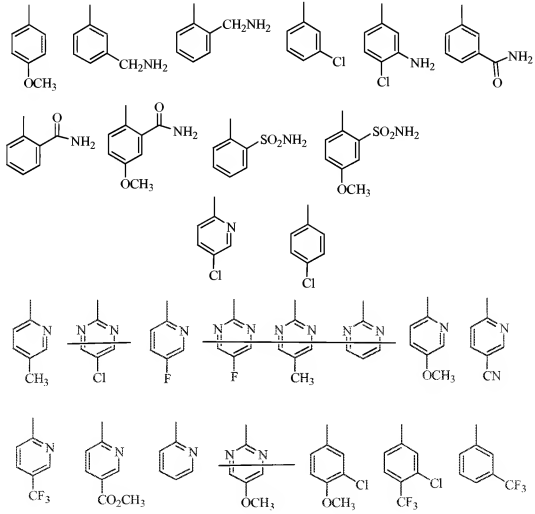
$R^{4a}$ is selected from $C_{1-4}$ alkyl, $CF_3$, $OR^2$, $-CH_2OR^2$, $-(CH_2)_2OR^2$, $-NR^2R^{2a}$, $-CH_2NR^2R^{2a}$, $-(CH_2)_2NR^2R^{2a}$, $-S(O)_pR^5$, $-SO_2NR^2R^{2a}$, and 1-$CF_3$-tetrazol-2-yl;

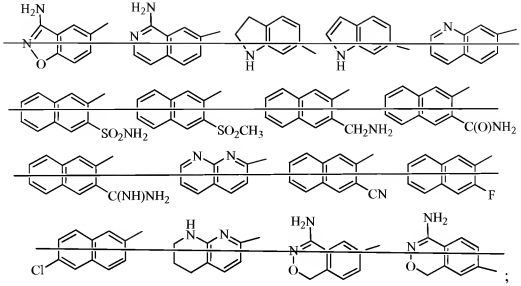
$R^{4b}$, at each occurrence, is selected from H, $CH_3$, and OH; and

$R^5$, at each occurrence, is selected from $CF_3$, $CH_3$, $CH_2CH_3$, $CH_2CH_2CH_3$, $CH(CH_3)_2$, phenyl, and benzyl.

6. (Currently Amended) A compound according to Claim 5, wherein the compound is selected from:

G is selected from:






A is selected from the group: phenyl, 2-pyridyl, 3-pyridyl, ~~2-pyrimidyl,~~ 2-Cl-phenyl, 3-Cl-phenyl, 2-F-phenyl, 3-F-phenyl, 2-methylphenyl, 2-aminophenyl, and 2-methoxyphenyl; and

B is selected from the group: 2-(aminosulfonyl)phenyl, 2-(methylaminosulfonyl)phenyl, N-pyrrolidino-carbonyl, 2-(methylsulfonyl)phenyl, 2-(N,N-dimethylaminomethyl)phenyl, 2-(N-methylaminomethyl)phenyl, 2-(N-ethyl-N-methylaminomethyl)phenyl, 2-(N-pyrrolidinylmethyl)phenyl, 1-methyl-2-imidazolyl, 2-methyl-1-imidazolyl, 2-(dimethylaminomethyl)-1-imidazolyl, 2-(methylaminomethyl)-1-imidazolyl, 2-(N-(cyclopropylmethyl)aminomethyl)phenyl, 2-(N-(cyclobutyl)aminomethyl)phenyl, 2-(N-(cyclopentyl)aminomethyl)phenyl, 2-(N-(4-hydroxypiperidinyl)methyl)phenyl, and 2-(N-(3-hydroxypyrrolidinyl)methyl)phenyl.

7. (Previously Presented) A compound according to Claim 6, wherein the compound is selected from the group:

2-biphenyl-4-yl-6-chloro-3-(4-chloro-phenyl)-3*H*-quinazolin-4-one;

6-chloro-3-(4-chloro-phenyl)-2-phenyl-3*H*-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(1-methyl-1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(1-ethyl-1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;

2-{4-[1-(2-amino-ethyl)-1H-pyrrol-2-yl]-phenyl}-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-{4-[1-(2-methylamino-ethyl)-1H-pyrrol-2-yl]-phenyl}-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-{4-[1-(2-ethylamino-ethyl)-1H-pyrrol-2-yl]-phenyl}-3H-quinazolin-4-one;

2-{4-[1-(2-benzylamino-ethyl)-1H-pyrrol-2-yl]-phenyl}-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

3-pyridin-2-yl-2-[4-(1-{2-[(pyridin-2-ylmethyl)-amino]-ethyl}-1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;

3-pyridin-2-yl-2-[4-(1-{2-[(pyridin-3-ylmethyl)-amino]-ethyl}-1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;

3-pyridin-2-yl-2-[4-(1-{2-[(pyridin-4-ylmethyl)-amino]-ethyl}-1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;

2-[4-(1-benzyl-1H-pyrrol-2-yl)-phenyl]-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(1-pyridin-2-ylmethyl-1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(1-pyridin-3-ylmethyl-1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(1-pyridin-4-ylmethyl-1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(1-cyclohexyl-1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-{4-[1-(tetrahydro-pyran-4-yl)-1H-pyrrol-2-yl]-phenyl}-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(1-piperidin-4-yl-1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-{4-[1-(1-methyl-piperidin-4-yl)-1H-pyrrol-2-yl]-phenyl}-3H-quinazolin-4-one;

2-{4-[1-(1-acetyl-piperidin-4-yl)-1H-pyrrol-2-yl]-phenyl}-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(1-isopropyl-1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(1-cyclopropyl-1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(1-cyclobutyl-1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(1-cyclopentyl-1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-{4-[1-(tetrahydro-furan-3-yl)-1H-pyrrol-2-yl]-phenyl}-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(2',3',4',5'-tetrahydro-1'H-[1,3']bipyrrolyl-2-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(1'-methyl-2',3',4',5'-tetrahydro-1'H-[1,3']bipyrrolyl-2-yl)-phenyl]-3H-quinazolin-4-one;

2-[4-(1'-acetyl-2',3',4',5'-tetrahydro-1'H-[1,3']bipyrrolyl-2-yl)-phenyl]-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(1'-methanesulfonyl-2',3',4',5'-tetrahydro-1'H-[1,3']bipyrrolyl-2-yl)-phenyl]-3H-quinazolin-4-one;

N-[2-(2-{4-[3-(5-chloro-pyridin-2-yl)-4-oxo-3,4-dihydro-quinazolin-2-yl]-phenyl}-pyrrol-1-yl)-ethyl]-acetamide;

3-(5-chloro-pyridin-2-yl)-2-{4-[1-(2-hydroxy-ethyl)-1H-pyrrol-2-yl]-phenyl}-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-{4-[1-(2-methoxy-ethyl)-1H-pyrrol-2-yl]-phenyl}-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-{4-[1-(2-methoxy-1-methyl-ethyl)-1H-pyrrol-2-yl]-phenyl}-3H-quinazolin-4-one;

2-(2-{4-[3-(5-chloro-pyridin-2-yl)-4-oxo-3,4-dihydro-quinazolin-2-yl]-phenyl}-pyrrol-1-yl)-acetamide;

2-(2-{4-[3-(5-chloro-pyridin-2-yl)-4-oxo-3,4-dihydro-quinazolin-2-yl]-phenyl}-pyrrol-1-yl)-N-methyl-acetamide;

3-(5-chloro-pyridin-2-yl)-2-[4-(1H-imidazol-2-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(1-methyl-1H-imidazol-2-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(1-ethyl-1H-imidazol-2-yl)-phenyl]-3H-quinazolin-4-one;

2-{4-[1-(2-amino-ethyl)-1H-imidazol-2-yl]-phenyl}-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-{4-[1-(2-methylamino-ethyl)-1H-imidazol-2-yl]-phenyl}-3H-quinazolin-4-one;

2-{4-[1-(2-ethylamino-ethyl)-1H-imidazol-2-yl]-phenyl}-3-pyridin-2-yl-3H-quinazolin-4-one;

2-{4-[1-(2-benzylamino-ethyl)-1H-imidazol-2-yl]-phenyl}-3-pyridin-2-yl-3H-quinazolin-4-one;

3-pyridin-2-yl-2-[4-(1-{2-[(pyridin-2-ylmethyl)-amino]-ethyl}-1H-imidazol-2-yl)-phenyl]-3H-quinazolin-4-one;

3-pyridin-2-yl-2-[4-(1-{2-[(pyridin-3-ylmethyl)-amino]-ethyl}-1H-imidazol-2-yl)-phenyl]-3H-quinazolin-4-one;

2-{4-[1-(2-benzylamino-ethyl)-1H-imidazol-2-yl]-phenyl}-3-pyridin-2-yl-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(1-pyridin-2-ylmethyl-1H-imidazol-2-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(1-pyridin-3-ylmethyl-1H-imidazol-2-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(1-pyridin-4-ylmethyl-1H-imidazol-2-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(1-cyclohexyl-1H-imidazol-2-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-{4-[1-(tetrahydro-pyran-4-yl)-1H-imidazol-2-yl]-phenyl}-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(1-piperidin-4-yl-1H-imidazol-2-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-{4-[1-(1-methyl-piperidin-4-yl)-1H-imidazol-2-yl]-phenyl}-3H-quinazolin-4-one;

2-{4-[1-(1-acetyl-piperidin-4-yl)-1H-imidazol-2-yl]-phenyl}-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(1-isopropyl-1H-imidazol-2-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(1-cyclopropyl-1H-imidazol-2-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(1-cyclobutyl-1H-imidazol-2-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(1-cyclopentyl-1H-imidazol-2-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-{4-[1-(tetrahydro-furan-3-yl)-1H-imidazol-2-yl]-phenyl}-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(1-pyrrolidin-3-yl-1H-imidazol-2-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-{4-[1-(1-methyl-pyrrolidin-3-yl)-1H-imidazol-2-yl]-phenyl}-3H-quinazolin-4-one;

2-{4-[1-(1-acetyl-pyrrolidin-3-yl)-1H-imidazol-2-yl]-phenyl}-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-{4-[1-(1-methanesulfonyl-pyrrolidin-3-yl)-1H-imidazol-2-yl]-phenyl}-3H-quinazolin-4-one;

N-[2-(2-{4-[3-(5-chloro-pyridin-2-yl)-4-oxo-3,4-dihydro-quinazolin-2-yl]-phenyl}-imidazol-1-yl)-ethyl]-acetamide;

3-(5-chloro-pyridin-2-yl)-2-{4-[1-(2-hydroxy-ethyl)-1H-imidazol-2-yl]-phenyl}-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-{4-[1-(2-methoxy-ethyl)-1H-imidazol-2-yl]-phenyl}-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-{4-[1-(2-methoxy-1-methyl-ethyl)-1H-imidazol-2-yl]-phenyl}-3H-quinazolin-4-one;

2-(2-{4-[3-(5-chloro-pyridin-2-yl)-4-oxo-3,4-dihydro-quinazolin-2-yl]-phenyl}-imidazol-1-yl)-acetamide;

2-(2-{4-[3-(5-chloro-pyridin-2-yl)-4-oxo-3,4-dihydro-quinazolin-2-yl]-phenyl}-imidazol-1-yl)-N-methyl-acetamide;

2-[4-(5-amino-furan-2-yl)-phenyl]-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

2-[4-(5-aminomethyl-furan-2-yl)-phenyl]-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

5-{4-[3-(5-chloro-pyridin-2-yl)-4-oxo-3,4-dihydro-quinazolin-2-yl]-phenyl}-furan-2-carboxylic acid amide;

2-{4-[5-(1-amino-1-methyl-ethyl)-furan-2-yl]-phenyl}-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

2-[4-(3-amino-furan-2-yl)-phenyl]-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(3-dimethylaminomethyl-furan-2-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-{4-[3-(1-dimethylamino-1-methyl-ethyl)-furan-2-yl]-phenyl}-3H-quinazolin-4-one;

2-{4-[3-(5-chloro-pyridin-2-yl)-4-oxo-3,4-dihydro-quinazolin-2-yl]-phenyl}-furan-3-carboxylic acid amide;

3-(5-chloro-pyridin-2-yl)-2-(4-oxazol-2-yl-phenyl)-3H-quinazolin-4-one;

2-[4-(5-aminomethyl-oxazol-2-yl)-phenyl]-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

2-{4-[3-(5-chloro-pyridin-2-yl)-4-oxo-3,4-dihydro-quinazolin-2-yl]-phenyl}-oxazole-5-carboxylic acid amide;

2-[4-(4-aminomethyl-oxazol-2-yl)-phenyl]-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

2-{4-[3-(5-chloro-pyridin-2-yl)-4-oxo-3,4-dihydro-quinazolin-2-yl]-phenyl}-oxazole-4-carboxylic acid amide;

3-(5-chloro-pyridin-2-yl)-2-(4-thiazol-2-yl-phenyl)-3H-quinazolin-4-one;

2-[4-(5-aminomethyl-thiazol-2-yl)-phenyl]-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

2-{4-[3-(5-chloro-pyridin-2-yl)-4-oxo-3,4-dihydro-quinazolin-2-yl]-phenyl}-thiazole-5-carboxylic acid amide;

2-[4-(4-amino-thiazol-2-yl)-phenyl]-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

N-(2-{4-[3-(5-chloro-pyridin-2-yl)-4-oxo-3,4-dihydro-quinazolin-2-yl]-phenyl}-thiazol-4-yl)-acetamide;

2-[4-(5-amino-thiazol-2-yl)-phenyl]-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

N-(2-{4-[3-(5-chloro-pyridin-2-yl)-4-oxo-3,4-dihydro-quinazolin-2-yl]-phenyl}-thiazol-5-yl)-acetamide;

3-(5-chloro-pyridin-2-yl)-2-[4-(2-oxo-tetrahydro-pyrimidin-1-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(2-oxo-imidazolidin-1-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(2-oxo-[1,3]diazepan-1-yl)-phenyl]-3H-quinazolin-4-one;

2-[4-(3-amino-2-oxo-piperidin-1-yl)-phenyl]-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(3-dimethylamino-2-oxo-piperidin-1-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(2-oxo-3-pyrrolidin-1-yl-piperidin-1-yl)-phenyl]-3H-quinazolin-4-one;

N-(1-{4-[3-(5-chloro-pyridin-2-yl)-4-oxo-3,4-dihydro-quinazolin-2-yl]-phenyl}-2-oxo-piperidin-3-yl)-acetamide;

2-[4-(3-amino-2-oxo-pyrrolidin-1-yl)-phenyl]-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(2-dimethylaminomethyl-imidazol-1-yl)-phenyl]-3H-quinazolin-4-one;

1-{4-[3-(5-chloro-pyridin-2-yl)-4-oxo-3,4-dihydro-quinazolin-2-yl]-phenyl}-1H-imidazole-2-carboxylic acid dimethylamide;

3-(5-chloro-pyridin-2-yl)-2-(4-isoxazol-5-yl-phenyl)-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-(4-oxazol-5-yl-phenyl)-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-(4-thiazol-5-yl-phenyl)-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(3H-[1,2,3]triazol-4-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(5-methyl-4H-[1,2,4]triazol-3-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(5-methyl-[1,3,4]thiadiazol-2-yl)-phenyl]-3H-quinazolin-4-one;

2-biphenyl-4-yl-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

2-(2'-amino-biphenyl-4-yl)-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-(2'-dimethylamino-biphenyl-4-yl)-3H-quinazolin-4-one;

2-(2'-aminomethyl-biphenyl-4-yl)-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-(2'-dimethylaminomethyl-biphenyl-4-yl)-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-(4-pyridin-2-yl-phenyl)-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-(4-pyridin-3-yl-phenyl)-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-(4-pyridin-4-yl-phenyl)-3H-quinazolin-4-one;

2-[4-(2-amino-pyridin-3-yl)-phenyl]-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

2-[4-(2-aminomethyl-pyridin-3-yl)-phenyl]-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(2-dimethylaminomethyl-pyridin-3-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[2-fluoro-4-(2-oxo-2H-pyridin-1-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[2-fluoro-4-(2-oxo-piperidin-1-yl)-phenyl]-3H-quinazolin-4-one;

6-chloro-3-(5-chloro-pyridin-2-yl)-2-[2-fluoro-4-(2-oxo-piperidin-1-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-6-fluoro-2-[2-fluoro-4-(2-oxo-piperidin-1-yl)-phenyl]-3H-quinazolin-4-one;

6-bromo-3-(5-chloro-pyridin-2-yl)-2-[2-fluoro-4-(2-oxo-piperidin-1-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[2-fluoro-4-(2-oxo-piperidin-1-yl)-phenyl]-4-oxo-3,4-dihydro-quinazoline-6-carbonitrile;

3-(5-chloro-pyridin-2-yl)-2-[2-fluoro-4-(2-oxo-piperidin-1-yl)-phenyl]-6-methoxy-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[2-fluoro-4-(2-oxo-piperidin-1-yl)-phenyl]-4-oxo-3,4-dihydro-quinazoline-6-carboxylic acid amide;

6-chloro-3-(5-chloro-pyridin-2-yl)-2-[2-fluoro-4-(2-oxo-2H-pyridin-1-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[2-fluoro-4-(2-oxo-2H-pyridin-1-yl)-phenyl]-6-methoxy-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-6-fluoro-2-[2-fluoro-4-(2-oxo-2H-pyridin-1-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[2-fluoro-4-(2-oxo-2H-pyridin-1-yl)-phenyl]-4-oxo-3,4-dihydro-quinazoline-6-carbonitrile;

3-(4-chloro-phenyl)-2-[2-fluoro-4-(2-oxo-2H-pyridin-1-yl)-phenyl]-3H-quinazolin-4-one;

2-[2-fluoro-4-(2-oxo-2H-pyridin-1-yl)-phenyl]-3-(4-methoxy-phenyl)-3H-quinazolin-4-one;

3-(3-chloro-phenyl)-2-[2-fluoro-4-(2-oxo-2H-pyridin-1-yl)-phenyl]-3H-quinazolin-4-one;

2-fluoro-5-{2-[2-fluoro-4-(2-oxo-2H-pyridin-1-yl)-phenyl]-4-oxo-4H-quinazolin-3-yl}-benzonitrile;

3-(5-chloro-pyridin-2-yl)-2-[4-(2-oxo-pyrrolidin-1-yl)-phenyl]-3H-quinazolin-4-one;

3-(4-chloro-phenyl)-2-[4-(1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;

3-(4-methoxy-phenyl)-2-[4-(1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;

3-(3-chloro-phenyl)-2-[4-(1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;

3-(3-chloro-phenyl)-2-[4-(1-methyl-1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;

3-(4-chloro-phenyl)-2-[4-(1-methyl-1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-6-methoxy-2-[4-(1-methyl-1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-{4-[1-(2-dimethylamino-ethyl)-1H-pyrrol-2-yl]-phenyl}-6-methoxy-3H-quinazolin-4-one;

6-chloro-3-(5-chloro-pyridin-2-yl)-2-{4-[1-(2-dimethylamino-ethyl)-1H-pyrrol-2-yl]-phenyl}-3H-quinazolin-4-one;

6-chloro-3-(4-chloro-phenyl)-2-{4-[1-(2-dimethylamino-ethyl)-1H-pyrrol-2-yl]-phenyl}-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-6-methoxy-2-[4-(2-oxo-imidazolidin-1-yl)-phenyl]-3H-quinazolin-4-one;

6-chloro-3-(5-chloro-pyridin-2-yl)-2-[4-(2-oxo-imidazolidin-1-yl)-phenyl]-3H-quinazolin-4-one;

6-chloro-3-(4-chloro-phenyl)-2-[4-(2-oxo-imidazolidin-1-yl)-phenyl]-3H-quinazolin-4-one;

6-chloro-3-(4-methoxy-phenyl)-2-[4-(2-oxo-imidazolidin-1-yl)-phenyl]-3H-quinazolin-4-one;

6-chloro-3-(5-chloro-pyridin-2-yl)-2-[4-(2-oxo-tetrahydro-pyrimidin-1-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-6-methoxy-2-[4-(2-oxo-tetrahydro-pyrimidin-1-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(2-dimethylaminomethyl-4,5-dihydro-imidazol-1-yl)-phenyl]-6-methoxy-3H-quinazolin-4-one;

3-(4-chloro-phenyl)-2-[4-(2-dimethylaminomethyl-4,5-dihydro-imidazol-1-yl)-phenyl]-6-methoxy-3H-quinazolin-4-one;

6-chloro-3-(4-chloro-phenyl)-2-[4-(2-dimethylaminomethyl-4,5-dihydro-imidazol-1-yl)-phenyl]-3H-quinazolin-4-one;

6-bromo-3-(4-chloro-phenyl)-2-[4-(2-dimethylaminomethyl-4,5-dihydro-imidazol-1-yl)-phenyl]-3H-quinazolin-4-one; and

2-[4-(2-dimethylaminomethyl-4,5-dihydro-imidazol-1-yl)-phenyl]-3-(4-methoxy-phenyl)-6-methyl-3H-quinazolin-4-one;

or a pharmaceutically acceptable salt form thereof.

Claim 8 (Cancelled)

9. (Withdrawn) A method for treating a thromboembolic disorder, comprising: administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1 or a pharmaceutically acceptable salt thereof.

10. (Withdrawn) A method according to Claim 9, wherein the thromboembolic disorder is selected from the group consisting of arterial cardiovascular thromboembolic disorders, venous cardiovascular thromboembolic disorders, and thromboembolic disorders in the chambers of the heart.

11. (Withdrawn) A method according to Claim 9, wherein the thromboembolic disorder is selected from unstable angina, an acute coronary syndrome, first myocardial infarction, recurrent myocardial infarction, ischemic sudden death, transient ischemic attack, stroke, atherosclerosis, peripheral occlusive arterial disease, venous thrombosis, deep vein thrombosis, thrombophlebitis, arterial embolism, coronary arterial thrombosis, cerebral arterial thrombosis, cerebral embolism, kidney embolism, pulmonary embolism, and thrombosis resulting from (a) prosthetic valves or other implants, (b) indwelling catheters, (c) stents, (d) cardiopulmonary bypass, (e) hemodialysis, and (f) other procedures in which blood is exposed to an artificial surface that promotes thrombosis.

12. (Withdrawn) A method of treating a patient in need of thromboembolic disorder treatment, comprising: administering a compound of Claim 1or a pharmaceutically acceptable salt thereof in an amount effective to treat a thromboembolic disorder.

13. (Withdrawn) A method, comprising: administering a compound of Claim 1or a pharmaceutically acceptable salt thereof in an amount effective to treat a thromboembolic disorder.

14. (Previously Presented) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and and a therapeutically effective amount of a compound of Claim 1.

15. (Previously Presented) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and and a therapeutically effective amount of a compound of Claim 2.

16. (Previously Presented) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and and a therapeutically effective amount of a compound of Claim 3.

17. (Previously Presented) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and and a therapeutically effective amount of a compound of Claim 4.

18. (Previously Presented) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and and a therapeutically effective amount of a compound of Claim 5.

19. (Previously Presented) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and and a therapeutically effective amount of a compound of Claim 6.

20. (Previously Presented) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and and a therapeutically effective amount of a compound of Claim 7.

Claim 21 (Cancelled)